

# **NEWMONT MINING CORP /DE/**

Reported by  
**GUTIERREZ DAVID V**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/20/11 for the Period Ending 01/18/11

|             |   |
|-------------|---|
| Address     | 6363 SOUTH FIDDLERS GREEN CIRCLE<br>GREENWOOD VILLAGE, CO 80111 |
| Telephone   | 303-863-7414  |
| CIK         | 0001164727  |
| Symbol      | NEM   |
| SIC Code    | 1040 - Gold And Silver Ores                                     |
| Industry    | Gold & Silver   |
| Sector      | Basic Materials   |
| Fiscal Year | 12/31   |

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

|   |  |  |   |  |  |  |
|---|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person * |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| Gutierrez David V                         |  |  | NEWMONT MINING CORP /DE/ [ NEM ]                  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>VP, Planning &amp; Tax</b> |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| 6363 SOUTH FIDDLERS GREEN CIRCLE          |  |  | 1/18/2011   |  |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| GREENWOOD VILLAGE, CO 80111               |  |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)                      |  |  |   |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|--|---|
|                                 |                |                                   | Code                      | V   | Amount  | (A) or (D)   | Price   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |
| Phantom Stock                            | (1)  | 1/18/2011      |                                   | M                         |   |  | 65  | (2)                                     | (2)             | Common Stock  | 65                         | \$56.56 (1)                                | 0   | D  |  |

#### Explanation of Responses:

- (1) Each share of phantom stock held in the Saving Equalization Plan (the "SEQ") is the economic equivalent of one share of the Issuer's common stock. Pursuant to the terms and conditions of the SEQ, the reporting person elected in September 2008 to receive a cash distribution on January 15, 2011 (or the soonest business day thereafter) of the phantom stock represented by the reporting person's contributions to the SEQ made between January 1, 2005 and December 31, 2008. Such shares of phantom stock were valued at the closing price of the Issuer's common stock on January 18, 2011 and the reporting person received cash equal to such value.
- (2) Active SEQ participants who made contributions from January 1, 2005 to December 31, 2008 held the right to elect on or before December 31, 2008 an in-service distribution to be paid pursuant to the terms of the SEQ. The reporting person made such election in September 2008.

#### Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

|  |  |  |                    |  |
|--|--|--|--------------------|--|
| Gutierrez David V<br>6363 SOUTH FIDDLERS GREEN CIRCLE<br>GREENWOOD VILLAGE, CO 80111 |  |  | VP, Planning & Tax |  |
|--|--|--|--------------------|--|

**Signatures**

**Logan H. Hennessey, Assistant Secretary, as attorney-in-fact**

**1/20/2011**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.